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## **Jinmao Investments** **金茂投資**

*(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong,  
the trustee of which is Jinmao (China) Investments Manager Limited)*

and

## **Jinmao (China) Investments Holdings Limited** **金茂(中國)投資控股有限公司**

*(Registered in the Cayman Islands with limited liability)*

**Stock code: 06139**

### **NOTICE OF 2015 ANNUAL GENERAL MEETING OF HOLDERS OF SHARE STAPLED UNITS**

**NOTICE IS HEREBY GIVEN** that the 2015 annual general meeting (the “**AGM**”) of Jinmao Investments (the “**Trust**”) and Jinmao (China) Investments Holdings Limited (the “**Company**”), as convened by Jinmao (China) Investments Manager Limited (the “**Trustee-Manager**”) and the Company, will be held on Wednesday, 1 June 2016 at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong at 2 p.m., for the following purposes:

#### **Ordinary Resolutions**

1. To receive and consider the audited consolidated financial statements of the Trust and the Company together with its subsidiaries for the year ended 31 December 2015, the audited financial statements of the Trustee-Manager for the year ended 31 December 2015, together with the reports of the directors and the independent auditor.
2. To declare a final distribution in respect of the share stapled units jointly issued by the Trust and the Company (the “**Share Stapled Units**”), of HK19.91 cents per share stapled unit for the year ended 31 December 2015.
3. To re-elect the directors:
  - (a) To re-elect Mr. LI Congrui as a non-executive director of the Trustee-Manager and the Company.
  - (b) To re-elect Mr. ZHANG Hui as an executive director of the Trustee-Manager and the Company.
  - (c) To re-elect Mr. JIANG Nan as a non-executive director of the Trustee-Manager and the Company.
  - (d) To re-elect Ms. LAN Haiqing as a non-executive director of the Trustee-Manager and the Company.

4. To authorise the directors of the Trustee-Manager and the Company to fix their remuneration.
5. To re-appoint Messrs. Ernst and Young as auditors of the Trust, the Company and the Trustee-Manager, and authorise the directors of the Trustee-Manager and the Company to fix the auditors' remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution (which shall serve as an ordinary resolution of registered holders of units under the Trust Deed (as defined hereinafter) and as an ordinary resolution of shareholders of the Company under the Company's amended and restated articles of association (the "**Company's Articles**")):

**“THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution and any applicable provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the provisions of the Trust Deed (as defined hereinafter) and the Company's Articles, the directors of the Trustee-Manager and the Company be and are hereby granted an unconditional general mandate to allot, issue and deal with additional ordinary shares and preference shares in the Company and additional units in the Trust, to be jointly issued by the Trust and the Company in the form of share stapled units ("**Share Stapled Unit(s)**") in accordance with the provisions of the Trust Deed, and to allot, issue or grant securities or convertible instruments convertible into Share Stapled Units or similar rights to subscribe for Share Stapled Units or such securities or convertible instruments and to make or grant offers, agreements and options in respect thereof;
- (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the directors of the Trustee-Manager and the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Share Stapled Units allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Trustee-Manager and the Company pursuant to paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined hereinafter);
  - (ii) the exercise of rights of subscription for Share Stapled Units or conversion into Share Stapled Units under the terms of any securities issued by the Company and the Trustee-Manager; or

- (iii) any distribution reinvestment arrangement or similar arrangement providing for the allotment of Share Stapled Units in lieu of the whole or part of a distribution in respect of the Share Stapled Units in accordance with the Company's Articles and the Trust Deed;

shall not exceed 20% of the aggregate number of Share Stapled Units in issue as at the date of the passing of this resolution (and the aggregate numbers of units in the Trust and shares in the Company allotted or agreed conditionally to be allotted as components of Share Stapled Units, otherwise than pursuant to any of (i) to (iii) above, shall not exceed 20% of the aggregate number of units or shares (as the case may be) in issue as at the date of passing this resolution); and

- (d) for the purpose of this resolution:

“**Trust Deed**” refers to the trust deed dated 13 June 2014 constituting the Trust entered into between the Trustee-Manager and the Company as amended, supplemented, substituted or otherwise modified from time to time;

“**Relevant Period**” means the period from the passing of this resolution up to:

- (i) the conclusion of the next annual general meeting of the Trust and the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Trust and the Company is required by any applicable law or the Company's Articles and/or the Trust Deed to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the holders of Share Stapled Units in general meeting, whichever is the earliest;

“**Rights Issue**” means an offer of Share Stapled Units and/or Convertible Instruments (as defined hereinafter) to all existing holders of Share Stapled Units on a pro rata basis and an offer of Share Stapled Units and/or Convertible Instruments shall be considered and deemed to be made on a pro rata basis notwithstanding that (1) the Trustee-Manager and the Company acting jointly may, after making due enquiry regarding the applicable jurisdiction, determine that Share Stapled Units and/or Convertible Instruments are not to be offered to persons whose addresses are outside Hong Kong, and/or that the Share Stapled Units and/or Convertible Instruments shall be offered on a basis, or containing such other terms, providing for any such other exclusions or adjustments determined by the Trustee-Manager and the Company acting jointly, if the Trustee-Manager and the Company by mutual agreement between them consider such exclusions or adjustments to be necessary or expedient in

relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or under the requirements of any recognised regulatory body or stock exchange, of any territory or jurisdiction outside Hong Kong and/or (2) where and to the extent that holders of Share Stapled Units do not accept any offer of Share Stapled Units and/or Convertible Instruments within the applicable period for acceptance (as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them), such Share Stapled Units and/or Convertible Instruments may be offered or made available to, and taken up by, other persons as determined by the Trustee-Manager and the Company acting jointly by mutual agreement between them, subject to compliance with the relevant laws and regulations (including the applicable Listing Rules); and

“**Convertible Instruments**” means any options, warrants or similar rights for the subscription or issue of Share Stapled Units issued by the Trust and the Company and any securities issued by the Company or any subsidiaries of the Company which are convertible into or exchangeable for Share Stapled Units; any references to an issue of Share Stapled Units “**pursuant to**” any Convertible Instruments means an issue of Share Stapled Units pursuant to exercise of any subscription (or similar), conversion or exchange rights under the terms and conditions of such Convertible Instruments.”

### **Special Resolution**

1. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of holders of Share Stapled Units (which shall serve as an extraordinary resolution of registered holders of units under the Trust Deed and as a special resolution of shareholders of the Company under the Company’s Articles):

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Jinmao (China) Investments Holdings Limited” to “Jinmao (China) Hotel Investments and Management Limited” and the Chinese name of the Company be changed from “金茂(中國)投資控股有限公司” to “金茂(中國)酒店投資管理有限公司” (the “**Proposed Change of Company Name**”);
- (b) subject to the passing of the special resolution numbered 1(a) above and the new name of the Company being approved by the Registrar of Companies in the Cayman Islands, the English name of the Trust be changed from “Jinmao Investments” to “Jinmao Hotel” and the Chinese name of the Trust be changed from “金茂投資” to “金茂酒店” (together with the Proposed Change of Company Name, the “**Proposed Change of Name**”);

- (c) subject to (A) the passing of the special resolution numbered 1(a) above and the new name of the Company being approved by the Registrar of Companies in the Cayman Islands and (B) the passing of the special resolution numbered 1(b) above, the existing memorandum of association and the Company's Articles and deed of trust constituting the Trust be amended by replacing (i) all references to "Jinmao (China) Investments Holdings Limited" with "Jinmao (China) Hotel Investments and Management Limited", (ii) all references to "金茂(中國)投資控股有限公司" with "金茂(中國)酒店投資管理有限公司", (iii) all references to "Jinmao Investments" with "Jinmao Hotel" and (iv) all references to "金茂投資" with "金茂酒店", with such amendment to take effect when the Proposed Change of Name becomes effective; and
- (d) any one director of the Trustee-Manager and the Company be and is hereby authorised to do all acts and things and execute all documents as he/she considers desirable, necessary or expedient for the purpose of or in connection with the implementation of or giving effect to the foregoing."

By Order of the Boards  
**Jinmao (China) Investments Manager Limited**  
and  
**Jinmao (China) Investments Holdings Limited**  
**LI Congrui**  
*Chairman*

Hong Kong, 3 May 2016

*Notes:*

1. All resolutions at the AGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Any holder of Share Stapled Units entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. A proxy need not be a holder of Share Stapled Units.
3. Where there are joint registered holders of any Share Stapled Unit, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share Stapled Unit as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the AGM personally or by proxy, that one of the holders so present whose name stands first on the Share Stapled Units Register in respect of such Share Stapled Unit shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased holder of Share Stapled Units in whose name any Share Stapled Unit stands shall for this purpose be deemed joint holders thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of attorney or authority) must be deposited with Computershare Hong Kong Investor Services Limited (the "**Share Stapled Units Registrar**"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof).

Completion and return of the form of proxy shall not preclude holders of Share Stapled Units from attending and voting in person at the AGM should they so wish. In the event that the holders of Share Stapled Units attend the AGM or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

5. The register of registered holders of Share Stapled Units, the register of holders of Units, the principal and Hong Kong branch register of members of the Company, and the register of beneficial interests as established and maintained by the Trustee-Manager and the Company in accordance with the provisions of the Trust Deed will all be closed during the following periods and during these periods, no transfer of Share Stapled Units will be registered:
  - (i) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to attend and vote at the AGM, the aforesaid registers will be closed from Thursday, 26 May 2016 to Wednesday, 1 June 2016, both days inclusive. In order to be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 25 May 2016.
  - (ii) For the purpose of ascertaining the entitlement of holders of Share Stapled Units to the proposed 2015 final distribution, the aforesaid registers will be closed from Friday, 10 June 2016 to Wednesday, 15 June 2016, both days inclusive. In order to qualify for the proposed 2015 final distribution, all properly completed transfer forms accompanied by the relevant Share Stapled Units certificates must be lodged with the Share Stapled Units Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 8 June 2016.
6. Each Share Stapled Unit comprises:
  - (a) a unit in the Trust;
  - (b) a beneficial interest in a specifically identified ordinary share of the Company held by the Trustee-Manager as legal owner, which is "linked" to the unit; and
  - (c) a specifically identified preference share of the Company, which is "stapled" to the unit.

Under the Trust Deed and the Company's Articles, the number of ordinary shares and preference shares of the Company in issue must be the same at all times and must also, in each case, be equal to the number of units of the Trust in issue; and each of them is equal to the number of Share Stapled Units in issue.

7. The AGM is convened as a combined meeting of unitholders of the Trust and shareholders of the Company. Each resolution proposed to approve a matter to be considered by the holders of Share Stapled Units at the AGM shall serve as both a resolution of unitholders of the Trust and a resolution of shareholders of the Company.
8. The form of proxy provided to holders of Share Stapled Units for use at the AGM, and the form of voting paper to be used at the AGM, are, in each case, a single composite form. The effect of completing a form of proxy or voting paper (as the case may be) indicating a vote either for or against a resolution of holders of Share Stapled Units to be proposed at the AGM shall be the vote cast in respect of the relevant Share Stapled Units and shall constitute:
  - (i) a vote of the units in the Trust (as component of the relevant Share Stapled Units) in respect of the resolution of unitholders of the Trust under the Trust Deed;
  - (ii) a vote of the preference shares of the Company (as component of the relevant Share Stapled Units) in respect of the resolution of shareholders of the Company under the Company's Articles; and
  - (iii) an instruction to the Trustee-Manager to vote the number of ordinary shares of the Company held by the Trustee-Manager (as component of the relevant Share Stapled Units) in the same way of the resolution of shareholders of the Company under the Company's Articles.
9. In respect of each individual Share Stapled Unit, the voting rights conferred by the unit, and the preference share and the interest in an ordinary share which are components of the relevant Share Stapled Unit can only be exercised in the same way (either for or against) in respect of a resolution of holders of Share Stapled Units to be proposed at the AGM; and completion of a form of proxy or voting paper in respect of a Share Stapled Unit will have that effect, as described in note 8 above.

10. Concerning Ordinary Resolution numbered 2 above, the boards of directors of the Company and the Trustee-Manager (the “**Boards**”) recommend the payment of a final dividend of HK19.91 cents per Share Stapled Unit for the year ended 31 December 2015. Accordingly, the Boards shall make a final distribution of HK19.91 cents per Share Stapled Unit for the same period to the holders of Share Stapled Units whose names appear on the Share Stapled Units register on 15 June 2016, subject to the approval of the holders of Share Stapled Units at the AGM. Distribution warrants in respect of the proposed final distribution are expected to be despatched to holders of Share Stapled Units on 30 June 2016.
11. Concerning Ordinary Resolution numbered 3 above, (i) Ms. LAN Haiqing, who was appointed as non-executive director of the Trustee-Manager and the Company on 29 April 2016, shall retire from office of both the Company and the Trustee-Manager at the AGM and, being eligible, offer herself for re-election; and (ii) Mr. LI Congrui, Mr. ZHANG Hui and Mr. JIANG Nan, all being directors of the Trustee-Manager and the Company, shall retire from office at the AGM and, being eligible, offer themselves for re-election. The biographical details of the retiring directors of the Trustee-Manager and the Company proposed to be re-elected at the AGM together with other information are set out in Appendix to the circular of the Company dated 3 May 2016.
12. Concerning Ordinary Resolution numbered 6 above, approval is being sought from holders of Share Stapled Units for a general mandate to be granted to the directors of the Trustee-Manager and the Company to allot, issue and otherwise deal with Share Stapled Units. The directors of the Trustee-Manager and the Company wish to state that there are no immediate plans to issue any new Share Stapled Units or warrants. The general mandate is being sought from holders of Share Stapled Units in compliance with the requirements under the Trust Deed, the Company’s Articles and the Listing Rules.
13. A circular containing the information regarding, inter alia, Ordinary Resolutions numbered 3 and 6 and Special Resolution 1, which have been set out in the above notice will be sent to all holders of Share Stapled Units.
14. If typhoon signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 12:00 noon on the date of the AGM, the AGM will be postponed or adjourned. Holders of Share Stapled Units are requested to visit the website of the Company at [www.jinmao88.com](http://www.jinmao88.com) and the website of The Stock Exchange Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for the date, time and place of the rescheduled meeting.  
  
The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Holders of Share Stapled Units shall make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
15. In case of inconsistency between the Chinese version and the English version of this Notice, the English version shall prevail.

*As at the date of this announcement, the directors of the Trustee-Manager and the Company are Mr. LI Congrui (Chairman), Mr. JIANG Nan and Ms. LAN Haiqing as Non-executive Directors; Mr. ZHANG Hui as Executive Director and Chief Executive Officer; and Dr. CHUNG Shui Ming Timpson, Dr. CHEN Jieping and Dr. XIN Tao as Independent Non-executive Directors.*